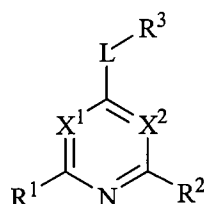


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1 (Previously presented): A compound of Formula I:



or a pharmaceutically acceptable salt, or an isomer, in which:

$X^1$  and  $X^2$  are independently selected from the group consisting of  $-N=$  and  $-CR^4=$ , wherein  $R^4$  is hydrogen or  $C_{1-4}$ alkyl;

$L$  is selected from the group consisting of a bond,  $-O-$  and  $-NR^5-$ , wherein  $R^5$  is hydrogen or  $C_{1-4}$ alkyl;

$R^2$  is selected from the group consisting of hydrogen, halo, amino,  $C_{1-4}$ alkyl, halo-substituted  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy and halo-substituted  $C_{1-4}$ alkoxy; and

$R^3$  is selected from the group consisting of:

$C_{3-8}$ heterocycloalkyl- $C_{0-4}$ alkyl,  $C_{5-10}$ heteroaryl- $C_{0-4}$ alkyl and  $C_{6-10}$ aryl- $C_{0-4}$ alkyl, wherein the alkyl group is optionally substituted with 1 to 3 radicals selected from the group consisting of hydroxy, halo and amino; and the heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy- $C_{1-6}$ alkyl, phenyl,  $C_{3-8}$ heterocycloalkyl,  $-X^3C(O)NR^8R^8$ ,  $-X^3C(O)NR^8R^9$ ,  $-X^3C(O)R^9$ ,  $-X^3S(O)NR^8R^8$ ,  $-X^3NR^8R^9$ ,  $-X^3NR^8R^8$ ,  $-X^3S(O)_2NR^8R^8$ ,  $-X^3S(O)_2R^8$ ,  $-X^3S(O)_2R^9$ ,  $-X^3SNR^8R^8$ ,  $-X^3ONR^8R^8$ ,  $-X^3C(O)R^8$ ,  $-X^3NR^8C(O)R^8$ ,  $-X^3NR^8S(O)_2R^8$ ,  $-X^3S(O)_2NR^8R^9$ ,  $X^3NR^8S(O)_2R^9$ ,  $-X^3NR^8C(O)R^9$ ,  $-X^3NR^8C(O)NR^8R^9$ ,  $-X^3NR^8C(O)NR^8R^8$ ,  $-X^3C(O)OR^8$ ,  $=NOR^8$ ,  $-X^3NR^8OR^8$ ,  $-X^3NR^8(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}R^9$ ,

$-X^3C(O)NR^8(CH_2)_{1-4}OR^9$ ,  $-X^3O(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$  and  $X^3NR^8(CH_2)_{1-4}R^9$ ;  
and:

the aryl is substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy- $C_{1-6}$ alkyl, phenyl,  $C_{3-8}$ heterocycloalkyl,  $-X^3C(O)NR^8R^8$ ,  $-X^3C(O)NR^8R^9$ ,  $-X^3C(O)R^9$ ,  $-X^3S(O)NR^8R^8$ ,  $-X^3NR^8R^9$ ,  $-X^3NR^8R^8$ ,  $-X^3S(O)_2NR^8R^8$ ,  $-X^3S(O)_2R^8$ ,  $-X^3S(O)_2R^9$ ,  $-X^3SNR^8R^8$ ,  $-X^3ONR^8R^8$ ,  $-X^3C(O)R^8$ ,  $-X^3NR^8C(O)R^8$ ,  $-X^3NR^8S(O)_2R^8$ ,  $-X^3S(O)_2NR^8R^9$ ,  $X^3NR^8S(O)_2R^9$ ,  $-X^3NR^8C(O)R^9$ ,  $-X^3NR^8C(O)NR^8R^9$ ,  $-X^3NR^8C(O)NR^8R^8$ ,  $=NOR^8$ ,  $-X^3NR^8OR^8$ ,  $-X^3NR^8(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}R^9$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$ ,  $-X^3O(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$  and  $X^3NR^8(CH_2)_{1-4}R^9$ ; wherein  $X^3$  is a bond or  $C_{1-4}$ alkylene;

wherein phenyl can be further substituted by a radical selected from  $-NR^8R^8$  or  $-C(O)NR^8R^8$ ;  $R^8$  is hydrogen,  $C_{1-6}$ alkyl, hydroxy- $C_{1-6}$ alkyl or  $C_{2-6}$ alkenyl; and  $R^9$  is hydroxy,  $C_{6-10}$ aryl- $C_{0-4}$ alkyl,  $C_{6-10}$ aryl- $C_{0-4}$ alkyloxy,  $C_{5-10}$ heteroaryl- $C_{0-4}$ alkyl,  $C_{3-8}$ heterocycloalkyl- $C_{0-4}$ alkyl or  $C_{3-8}$ cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of  $R^9$  is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, amino, nitro,  $C_{1-4}$ alkyl, hydroxy- $C_{1-6}$ alkyl, halo-substituted  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy, halo-substituted  $C_{1-4}$ alkoxy, halo-alkyl-substituted-phenyl, benzoxy,  $C_{5-9}$ heteroaryl,  $C_{3-8}$ heterocycloalkyl,  $-C(O)NR^8R^8$ ,  $-S(O)_2NR^8R^8$ ,  $-NR^8R^8$ ,  $-C(O)R^{10}$  and  $-NR^{11}R^{11}$ , wherein  $R^{10}$  is  $C_{5-6}$ heteroaryl and  $R^{11}$  is hydroxy- $C_{1-4}$ alkyl; and

$-X^3NR^8R^8$ , wherein  $R^8$  is hydroxy- $C_{1-6}$ alkyl or  $C_{2-6}$ alkenyl;

i) when  $X^1$  is  $-N=$  and  $X^2$  is  $-CR^4$

$R^1$  is selected from the group consisting of  $-X^3NR^6R^7$  and  $-X^3OR^7$  wherein  $X^3$  is  $C_{1-4}$ alkylene,  $R^6$  is hydrogen and  $R^7$  is selected from the group consisting of  $C_{6-10}$ aryl and  $C_{5-6}$ heteroaryl; wherein the aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino,  $C_{1-4}$ alkyl, halo-substituted  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy and halo-substituted  $C_{1-4}$ alkoxy and  $R^2$  is hydrogen, amino, alkoxy, haloalkoxy;

ii) when  $X^1$  is  $-CR^4$ ,  $X^2$  is  $-N=$

$R^1$  is selected from the group consisting of  $-X^3NR^6R^7$  and  $-X^3C_{6-10}aryl$ , wherein  $X^3$  is a bond or  $C_{1-4}alkylene$ ,  $R^6$  is hydrogen or  $C_{1-4}alkyl$  and  $R^7$  is selected from the group consisting of  $C_{6-10}aryl$  and  $C_{5-6}heteroaryl$ ; wherein the aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino,  $C_{1-4}alkyl$ , halo-substituted  $C_{1-4}alkyl$ ,  $C_{1-4}alkoxy$  and halo-substituted  $C_{1-4}alkoxy$  and  $R^2$  is hydrogen, amino, alkoxy, haloalkoxy.

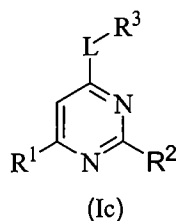
2 (Canceled).

3 (Canceled).

4 (Canceled).

5 (Canceled).

6 (Previously presented): The compound of claim 1 of Formula Ic:



in which

$L$  is a bond,  $-NH-$ ,  $-N(C_2H_5)-$  or  $-O-$ ;

$R^1$  is selected from the group consisting of  $-NHR^7$  and phenyl, wherein  $R^7$  is phenyl or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino,  $C_{1-4}alkyl$ , halo-substituted  $C_{1-4}alkyl$ ,  $C_{1-4}alkoxy$  and halo-substituted  $C_{1-4}alkoxy$ ;

$R^2$  is hydrogen; and

$R^3$  is selected from the group consisting of:  $C_{3-8}heterocycloalkyl-C_{0-4}alkyl$  and  $C_{5-10}heteroaryl-C_{0-4}alkyl$ , wherein the alkyl group is optionally substituted with 1 to 3 radicals selected from the group consisting of hydroxy, halo and amino; the heteroaryl or

heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C<sub>1-6</sub>alkyl, phenyl, C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>C(O)R<sup>9</sup>, -X<sup>3</sup>S(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>SNR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>ONR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)OR<sup>8</sup>, =NOR<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>OR<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>R<sup>9</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>OR<sup>9</sup>, -X<sup>3</sup>O(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>OR<sup>8</sup> and X<sup>3</sup>NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>R<sup>9</sup>; and the aryl is substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C<sub>1-6</sub>alkyl, phenyl, C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>C(O)R<sup>9</sup>, -X<sup>3</sup>S(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>SNR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>ONR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, =NOR<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>OR<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>R<sup>9</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>OR<sup>9</sup>, -X<sup>3</sup>O(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>OR<sup>8</sup> and X<sup>3</sup>NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>R<sup>9</sup>.

7 (Previously presented): The compound of claim 6 in which

L is a bond; and

R<sup>3</sup> is selected from the group consisting of C<sub>3-8</sub>heterocycloalkyl-C<sub>0-4</sub>alkyl and C<sub>5-10</sub>heteroaryl-C<sub>0-4</sub>alkyl; wherein the aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, nitro, C<sub>1-4</sub>alkyl, hydroxy-C<sub>1-6</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)OR<sup>8</sup>, =NOR<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup> and -X<sup>3</sup>O(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>; or C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl substituted with 1-3 radicals independently selected from the group consisting of hydroxy-C<sub>1-6</sub>alkyl, C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>,

$-X^3NR^8S(O)_2R^9$ ,  $-X^3NR^8C(O)R^9$ ,  $-X^3NR^8C(O)NR^8R^9$ ,  $-X^3NR^8C(O)NR^8R^8$ ,  $=NOR^8$ ,  
 $-X^3NR^8(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$  and  $-X^3O(CH_2)_{1-4}NR^8R^8$ ;  $R^8$  is hydrogen,  
 $C_{1-6}$ alkyl or hydroxy- $C_{1-6}$ alkyl;  $R^9$  is  $C_{6-10}$ aryl- $C_{0-4}$ alkyl,  $C_{6-10}$ aryl- $C_{0-4}$ alkyloxy,  
 $C_{5-10}$ heteroaryl- $C_{0-4}$ alkyl,  $C_{3-8}$ heterocycloalkyl- $C_{0-4}$ alkyl or  $C_{3-8}$ cycloalkyl; wherein said aryl,  
heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of  $R^9$  is further optionally substituted by up to 2  
radicals selected from the group consisting of halo, hydroxy, cyano, nitro,  $C_{1-4}$ alkyl,  
hydroxy- $C_{1-6}$ alkyl, halo-substituted  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy, halo-alkyl-substituted-phenyl,  
benzoxo,  $C_{5-9}$ heteroaryl,  $C_{3-8}$ heterocycloalkyl,  $-C(O)NR^8R^8$ ,  $-S(O)_2NR^8R^8$ ,  $-NR^8R^8$  and  
 $-C(O)R^{10}$ , wherein  $R^{10}$  is  $C_{5-6}$ heteroaryl.

8 (Previously presented): The compound of claim 7 in which  $R^3$  is selected from  
the group consisting of morpholino, 1,4-dioxo-8-aza-spiro[4.5]dec-8-yl, 4-oxo-piperidin-1-yl,  
piperazinyl, pyrrolidinyl, pyridinyl, naphthyl, thiophenyl, benzofuran-2-yl, benzo[1,3]dioxolyl,  
piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl, pyrazolyl and 1*H*-benzoimidazolyl; wherein the  
aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 2 radicals independently  
selected from the group consisting of chloro, methyl, ethyl, hydroxymethyl, methoxy,  $-C(O)OH$ ,  
 $-C(O)H$ ,  $-C(O)OCH_3$ ,  $-C(O)N(C_2H_5)_2$ ,  $-C(O)N(CH_3)_2$ ,  $-C(O)NHCH_3$ ,  $-S(O)_2NH_2$ ,  $-S(O)_2CH_3$ ,  
chloro,  $-NH_2$ ,  $-C(O)CH_3$ ,  $=NOCH_3$ ,  $-NH(CH_2)_2N(CH_3)_2$ ,  $-NH(CH_2)_3NH_2$ ,  $-NH(CH_2)_2OH$ ,  
 $-C(O)NH(CH_2)_2N(CH_3)_2$ ,  $-NHR^9$ ,  $-O(CH_2)_2N(CH_3)_2$ , morpholino, piperazinyl,  $-NHC(O)CH_3$ ,  
 $-NHC(O)NHC_4H_9$ ,  $-C(O)NHC_4H_9$ ,  $-C(O)NHC_3H_7$ ,  $-C(O)NHC_5H_{10}OH$ ,  $-C(O)N(C_2H_4OH)_2$ ,  
 $-C(O)NHC_2H_4OH$ ,  $-C(O)NH(CH_2)_2OH$ ,  $-NHC(O)R^9$ ,  $-C(O)NHR^9$ ,  $-NHC(O)NHR^9$ ,  $-C(O)R^9$ ,  
 $-NHS(O)_2C_4H_9$ ,  $-NHS(O)_2CH_3$ ,  $-NHS(O)_2R^9$ ,  $-S(O)_2R^9$ ,  $-S(O)_2NHR^9$ ,  $-C(O)NH_2$  and  
 $-C(O)NH(CH_2)_2N(CH_3)_2$ ; or phenyl substituted with 1 to 2 radicals independently selected from  
the group consisting of hydroxymethyl,  $-C(O)OH$ ,  $-C(O)H$ ,  $-C(O)N(C_2H_5)_2$ ,  $-C(O)N(CH_3)_2$ ,  
 $-C(O)NHCH_3$ ,  $-S(O)_2NH_2$ ,  $-S(O)_2CH_3$ ,  $-NH_2$ ,  $-C(O)CH_3$ ,  $=NOCH_3$ ,  $-NH(CH_2)_2N(CH_3)_2$ ,  
 $-NH(CH_2)_3NH_2$ ,  $-NH(CH_2)_2OH$ ,  $-C(O)NH(CH_2)_2N(CH_3)_2$ ,  $-NHR^9$ ,  $-O(CH_2)_2N(CH_3)_2$ ,  
morpholino, piperazinyl,  $-NHC(O)CH_3$ ,  $-NHC(O)NHC_4H_9$ ,  $-C(O)NHC_4H_9$ ,  $-C(O)NHC_3H_7$ ,  
 $-C(O)NHC_5H_{10}OH$ ,  $-C(O)N(C_2H_4OH)_2$ ,  $-C(O)NHC_2H_4OH$ ,  $-C(O)NH(CH_2)_2OH$ ,  $-NHC(O)R^9$ ,  
 $-C(O)NHR^9$ ,  $-NHC(O)NHR^9$ ,  $-C(O)R^9$ ,  $-NHS(O)_2C_4H_9$ ,  $-NHS(O)_2CH_3$ ,  $-NHS(O)_2R^9$ ,  $-S(O)_2R^9$ ,

-S(O)<sub>2</sub>NHR<sup>9</sup>, -C(O)NH<sub>2</sub> and -C(O)NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>; R<sup>9</sup> is phenethyl, 2-phenoxy-ethyl, 1H-imidazolyl-propyl, pyridinyl, pyridinyl-methyl, quinolinyl, morpholino, piperidinyl, piperazinyl, pyrrolidinyl, tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl, thiazol-2-ylmethyl, benzo[1,3]dioxol-5-ylmethyl, benzo[1,3]dioxol-5-yl, 3-(2-oxo-pyrrolidin-1-yl)-propyl, 3-imidazol-1-yl-propyl, 3H-pyrazol-3-yl, morpholino-ethyl, phenyl, thiophenyl-methyl, benzyl, cyclohexyl or furan-2-ylmethyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R<sup>9</sup> is further optionally substituted by up to 2 radicals selected from hydroxy-methyl, hydroxy-ethyl, isobutyl, nitro, amino, hydroxyl, methoxy, trifluoromethoxy, cyano, isopropyl, methyl, ethyl, chloro, fluoro, pyridinyl, morpholino, phenoxy, pyrrolidinyl, trifluoromethyl, trifluoromethyl-substituted-phenyl, -N(CH<sub>3</sub>)<sub>2</sub>, -C(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C(O)N(CH<sub>3</sub>)<sub>2</sub>, cyano or -C(O)R<sup>10</sup>; and R<sup>10</sup> is furanyl.

9 (Previously presented): The compound of claim 6 in which

L is -NH-, -N(C<sub>2</sub>H<sub>5</sub>)- or -O-; and

R<sup>3</sup> is C<sub>5-10</sub>heteroaryl-C<sub>0-4</sub>alkyl, wherein the aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of C<sub>1-4</sub>alkoxy, C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup> and -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>9</sup>; or C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl substituted with 1 to 3 radicals independently selected from the group consisting of C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup> and -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>9</sup>; R<sup>8</sup> is hydrogen or C<sub>1-6</sub>alkyl; and R<sup>9</sup> is C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl optionally substituted by up to 2 halo-substituted C<sub>1-4</sub>alkyl radicals.

10 (Previously presented): The compound of claim 9 in which R<sup>3</sup> is selected from the group consisting of quinolinyl and pyridinyl; wherein the aryl or heteroaryl is optionally substituted with 1 to 2 radicals independently selected from the group consisting of morpholino, methoxy, -C(O)NH<sub>2</sub>, -NHC(O)NHR<sup>9</sup> and -S(O)<sub>2</sub>NH<sub>2</sub>; or phenyl substituted with 1 to 2 radicals independently selected from the group consisting of morpholino, -C(O)NH<sub>2</sub>, -NHC(O)NHR<sup>9</sup> and -S(O)<sub>2</sub>NH<sub>2</sub>; and R<sup>9</sup> is phenyl substituted by trifluoromethyl.

11 (Previously presented): A pharmaceutical composition comprising an effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier or excipient.

12 (Previously presented): A method of treating a subject suffering from leukemia, said method comprising administering to the subject in need of such treatment an effective amount of a compound of claim 1, wherein said compound of claim 1 inhibits Bcr-abl.

13 (Canceled)

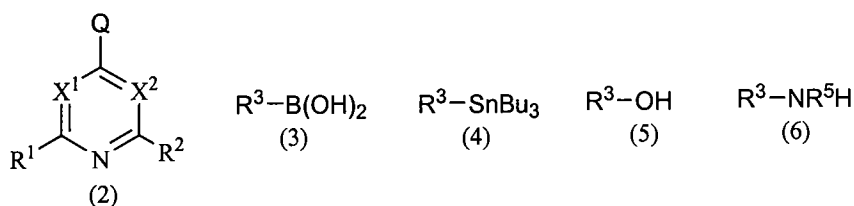
14 (Canceled).

15 (Canceled).

16 (Canceled).

17 (Previously presented): A process for preparing a compound of claim 1, said process comprising:

(a) reacting a compound of Formula 2 with a compound of Formula 3, 4, 5 or 6 in the presence of a catalyst or a base:



in which  $X^1$ ,  $X^2$ ,  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^5$  are as defined for Formula I above with the proviso that  $R^2$  is not halo, halo-substituted  $C_{1-4}$ alkyl or halo-substituted  $C_{1-4}$ alkoxy when said step (a) comprises reacting a compound of Formula 2 with a compound of Formula 3 or 4 and Q represents a fluoro, chloro, bromo or iodo; or

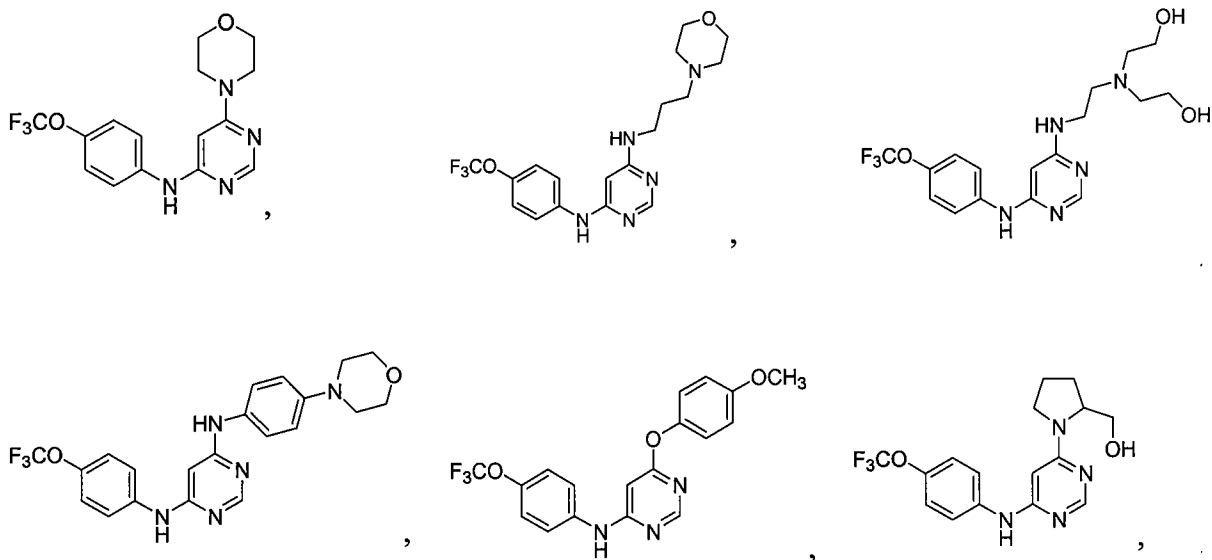
(b) optionally converting a compound of the invention into a pharmaceutically acceptable salt;

- (c) optionally converting a salt form of a compound of the invention to a non-salt form;
- (d) optionally converting an unoxidized form of a compound of the invention into a pharmaceutically acceptable N-oxide;
- (e) optionally converting an N-oxide form of a compound of the invention to its unoxidized form; and
- (f) optionally resolving an individual isomer of a compound of the invention from a mixture of isomers.

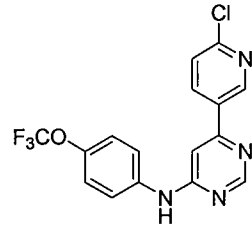
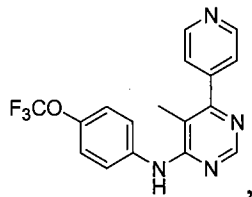
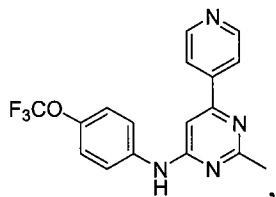
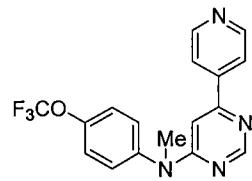
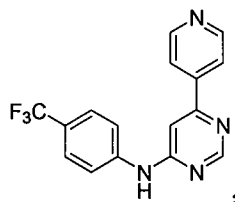
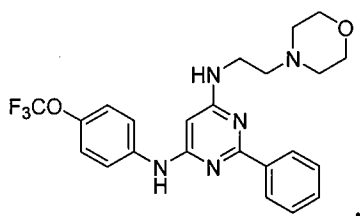
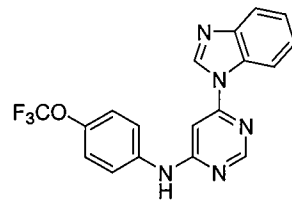
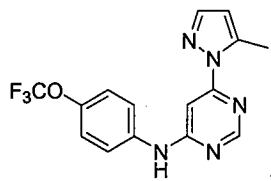
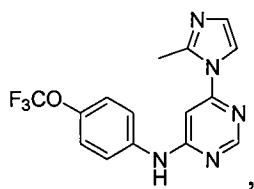
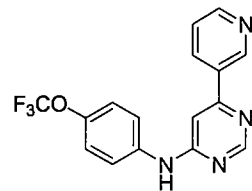
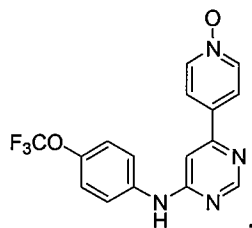
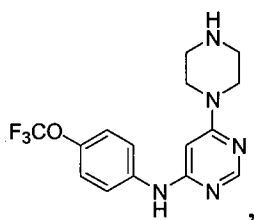
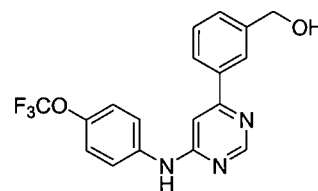
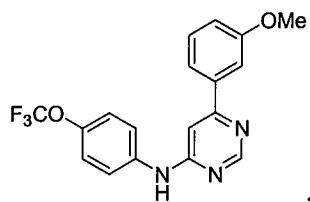
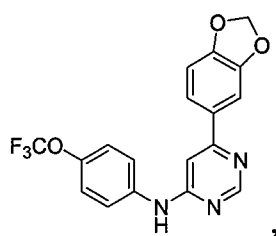
18 (Canceled).

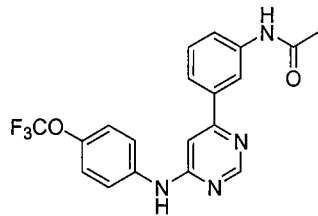
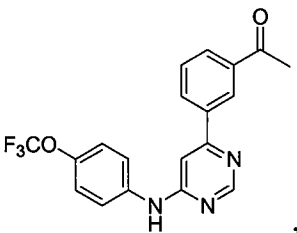
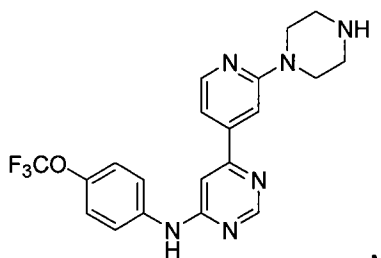
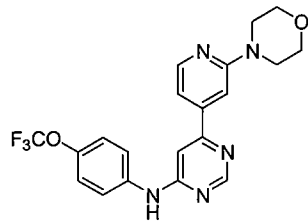
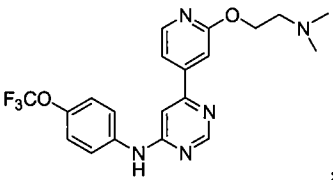
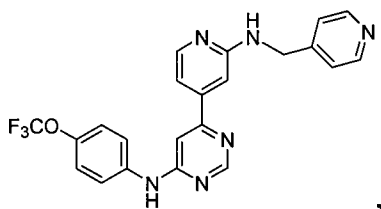
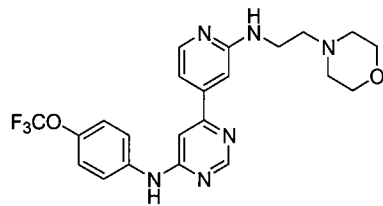
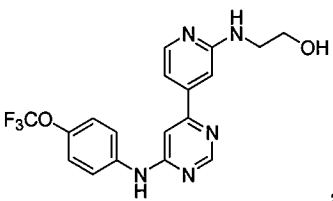
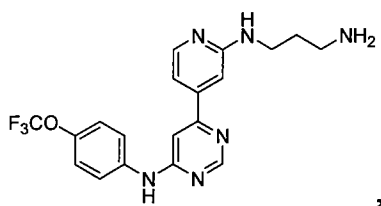
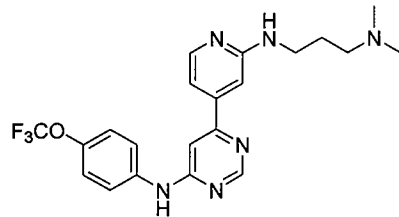
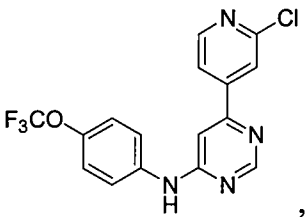
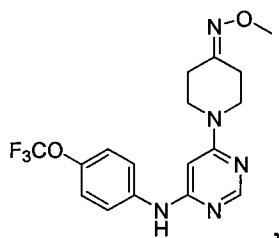
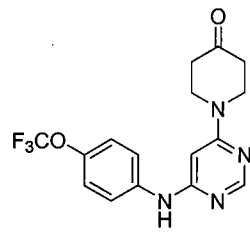
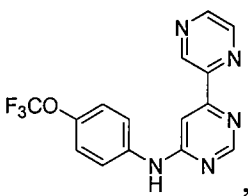
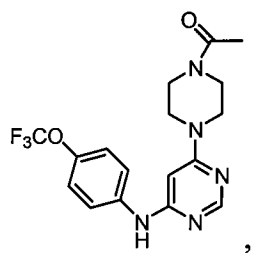
19 (Previously presented): The method of claim 12, wherein the leukemia is selected from chronic myeloid leukemia and acute lymphoblastic leukemia.

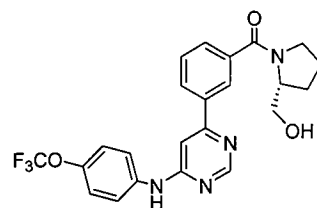
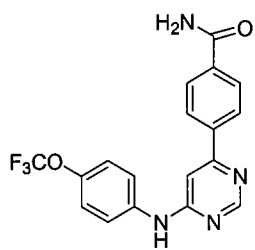
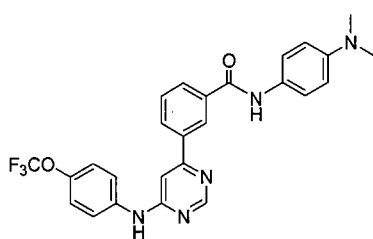
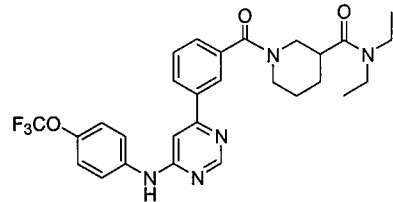
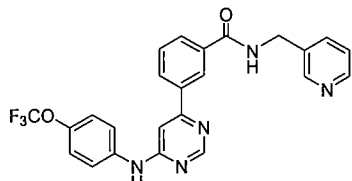
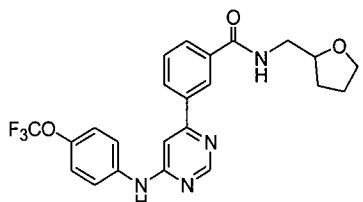
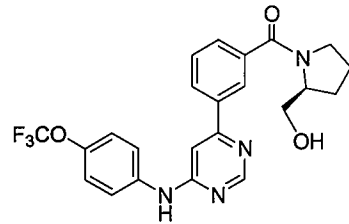
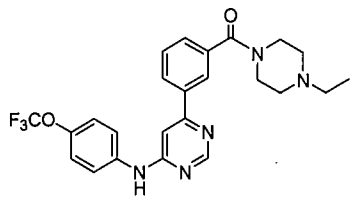
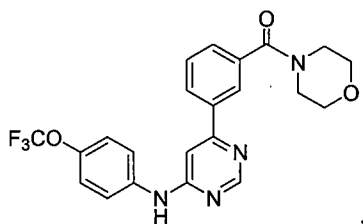
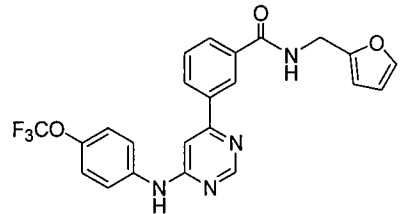
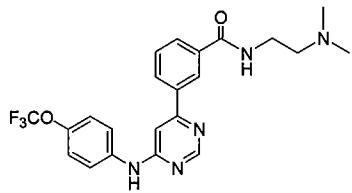
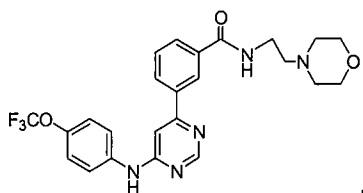
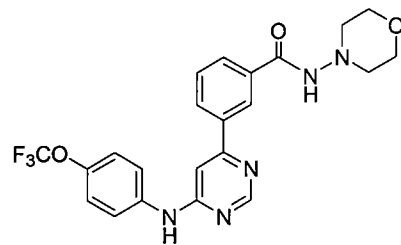
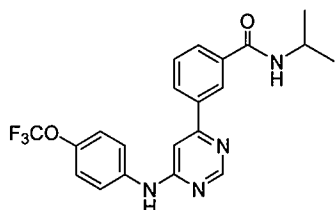
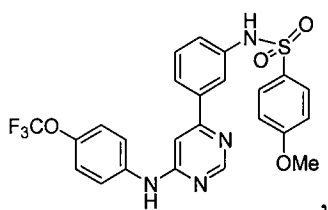
20. (Previously presented): The compound of claim 1, wherein the compound is selected from the group consisting of:

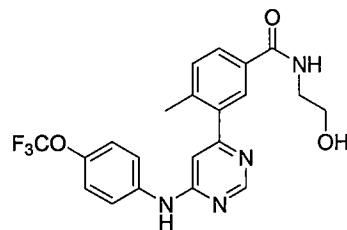
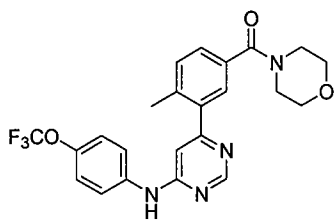
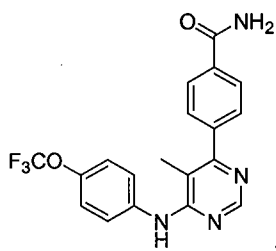
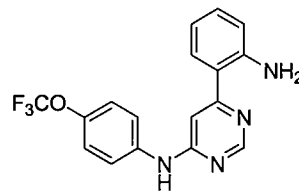
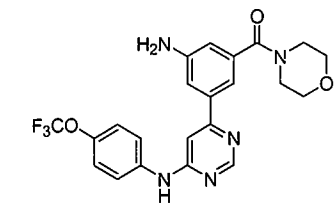
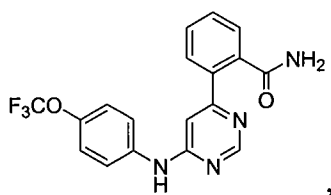
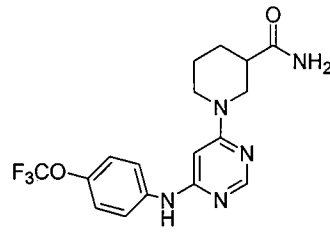
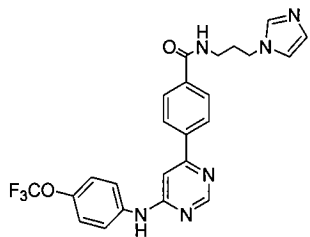
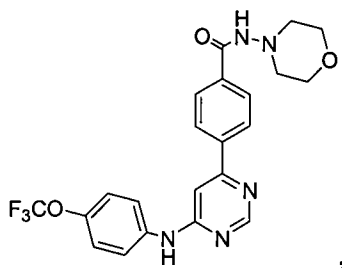
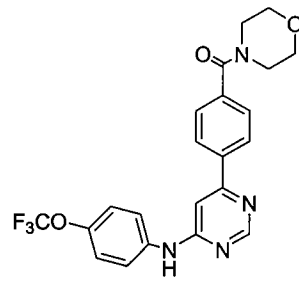
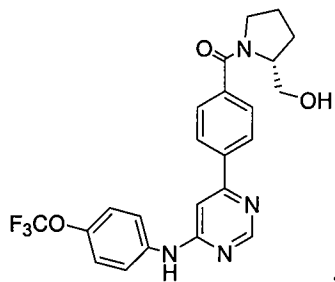
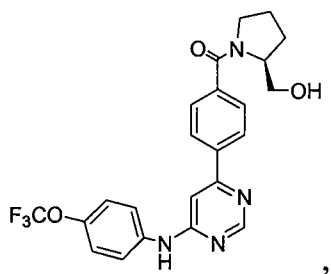
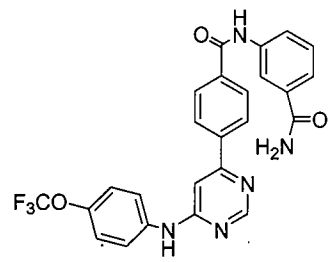
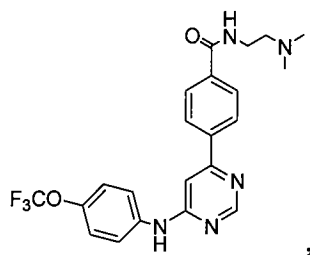
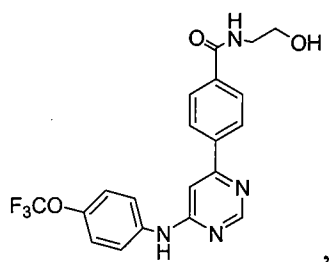


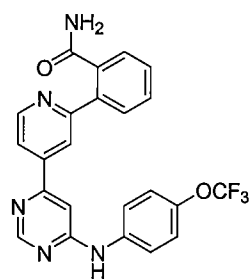
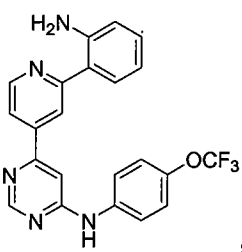
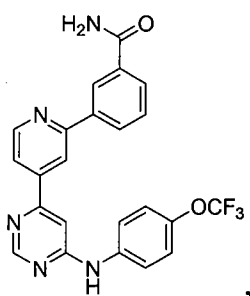
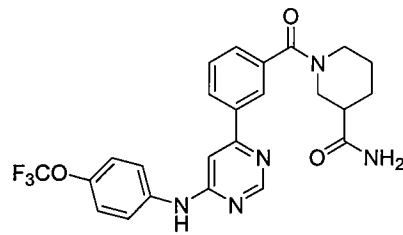
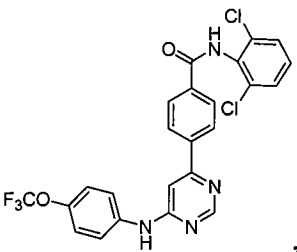
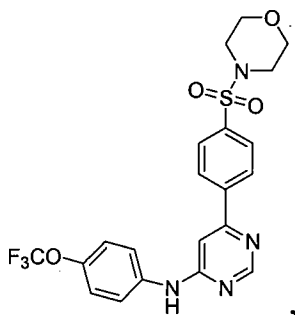
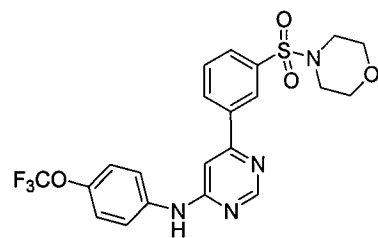
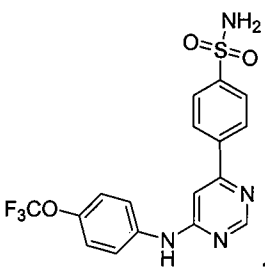
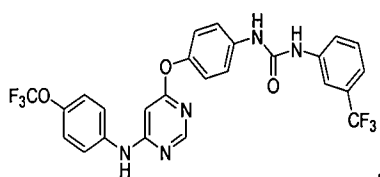
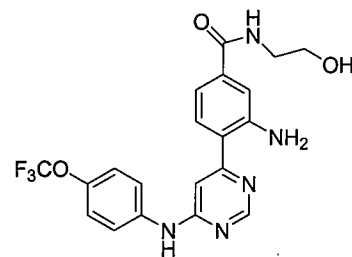
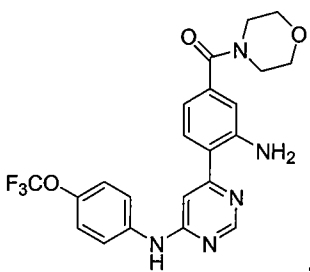
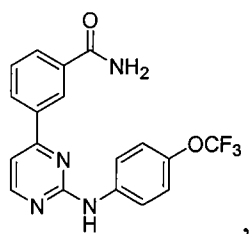


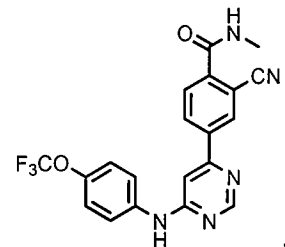
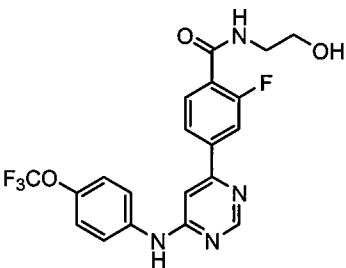
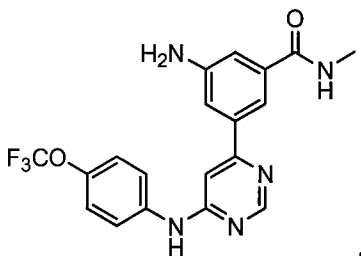
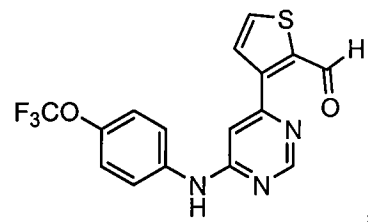
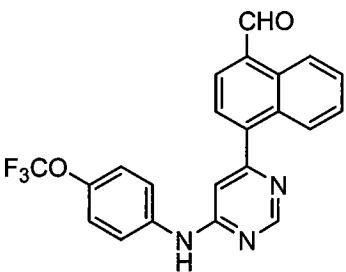
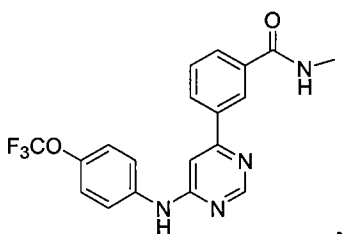
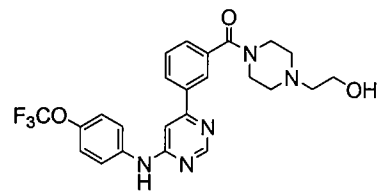
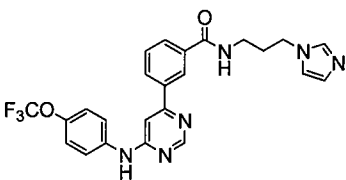
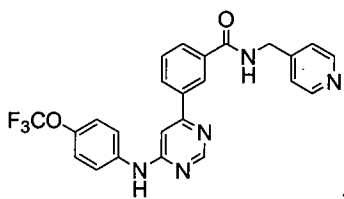
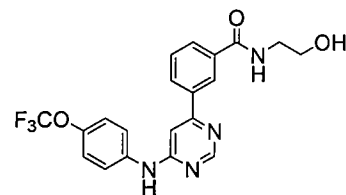
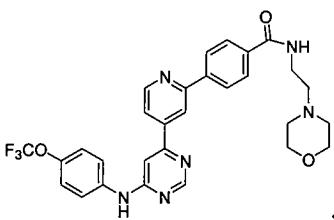
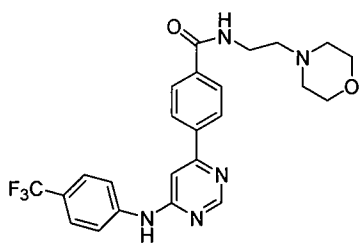
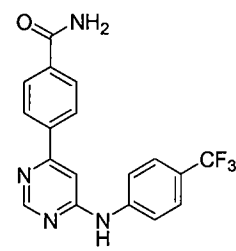
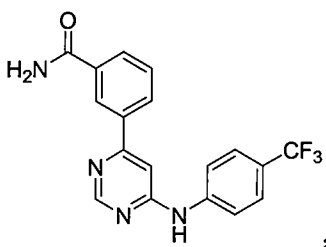
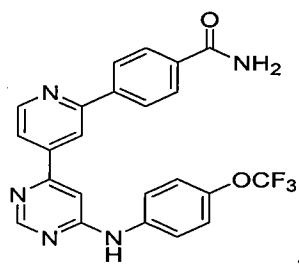


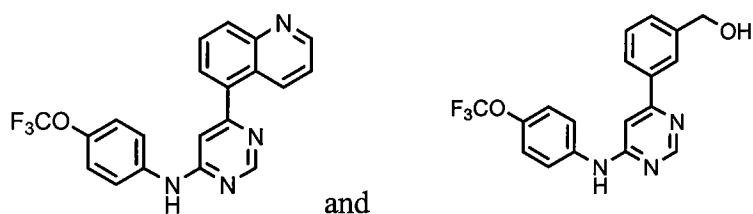












21. (New) A pharmaceutical composition comprising an effective amount of a compound of claim 20 and a pharmaceutically acceptable carrier or excipient.